

McKenney

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

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ADELPHIA RECOVERY TRUST,

Plaintiff,

- against -

BANK OF AMERICA, N.A., *et al.*,

Defendants.
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No. 05 Civ. 9050 (LMM)

USDC SDNY DOCUMENT ELECTRONICALLY FILED DOC #: DATE FILED: <u>02/14/2011</u>
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**ORDER WITH RESPECT TO SETTLEMENT AGREEMENT BETWEEN THE
ADELPHIA RECOVERY TRUST AND THE NON-AGENT LENDERS AND
ADDITIONAL NON-AGENT LENDERS**

Upon the motion (the "Motion") of plaintiff, Adelpia Recovery Trust (the "Trust"), for entry of an Order With Respect To Settlement Agreement Between The Trust And The Non-Agent Lenders And Additional Non-Agent Lenders And Dismissal Of Claims ("Settlement Agreement")¹, the Court, having received no objections to the Motion, finds as follows:

- a. The Court has jurisdiction over the Motion, the Settlement Agreement and all of the terms and conditions contained therein;
- b. Notice of the Motion was adequate and appropriate under the circumstances;
- c. The Trust and the Non-Agent Lenders and Additional Non-Agent Lenders negotiated at arm's length and in good faith to reach agreement on all the matters resolved through the Settlement Agreement;
- d. The Trustees have exercised valid and proper business judgment in causing the Trust to enter into the Settlement Agreement, which is fair to, and in the

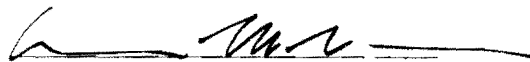
¹ Capitalized terms not otherwise defined herein shall have the meanings set forth in the Settlement Agreement.

best interests of, the Trust;

e. The Trust has all requisite power and authority to execute, deliver and perform its obligations under the Settlement Agreement, and the Settlement Agreement constitutes the legal, valid and binding obligation of the Trust and the Non-Agent Lenders and Additional Non-Agent Lenders and is enforceable against them in accordance with its terms; and

f. The Settlement Agreement resolves claims that belong to the Trust, which is the lawful owner of the claims that are released pursuant to the Settlement Agreement. The Plan Administrator (under and as defined in the Bankruptcy Plan) and Adelphia have consented to the entry of this Order and the Settlement Agreement; BASED ON THE FOREGOING FINDINGS, IT IS HEREBY ORDERED THAT:

1. The Motion shall be, and hereby is, granted;
2. The Action is dismissed with prejudice as to the Non-Agent Lenders, Additional Non-Agent Lenders, and all remaining defendants other than Goldman, Sachs & Co.
3. The parties shall file a notice of dismissal with the Court, which shall be entered on the docket by the clerk of the Court; and
4. The Court retains jurisdiction over matters relating to the performance or any breach of the Settlement Agreement.


Honorable Lawrence M. McKenna
United States District Judge

Dated: February 14, 2011